

WC 05-164

FCC/MELLOW

MAR 28 2005

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READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by UMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) David Cosson		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 2120 L St., N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 520			
(6) CITY Washington		(7) STATE D.C.	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202 296 9062		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0013138680		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Eastern Kansas Holdings, Inc.			
(14) STREET ADDRESS LINE NO. 1 1734 Denton Ct			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Crofton		(17) STATE MD	(18) ZIP CODE 21114
(19) DAYTIME TELEPHONE NUMBER (include area code) 410 451 3578		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013159454		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE. IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$895.00	(27A) TOTAL FEE \$895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>David Cosson</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information, and belief.			
SIGNATURE <u>David Cosson</u>		DATE <u>3/28/05</u>	

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, DC 20554**

In the Matter of)
)
The S&A Telephone Co. Inc.)
Mid-South Telecommunications Company)
Charitable Remainder Unitrust)
)
and)
)
Eastern Kansas Holdings, Inc.)
)
)
Application for Authorization Pursuant to)
Section 214 of the Communications Act of 1934,)
as Amended, for Transfer of Control)

File No. _____

APPLICATION FOR TRANSFER OF CONTROL

Eastern Kansas Holdings, Inc., (“Holdings” or “Transferee”) and S & A Telephone Company, Inc., Mid-South Telecommunications Company Charitable Remainder Unitrust (“Mid-South” or “Transferors”) (collectively the “Applicants”), by their undersigned counsel, and pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214 (the “Act”), and Section 63.04 of the rules of the Federal Communications Commission (“FCC” or the “Commission”), 47 C.F.R. § 63.04, hereby request authority to transfer control of S & A from Mid-South to Eastern Kansas Holdings. As described in this application, Transferors have agreed to a Stock Purchase Agreement under which S & A will continue to provide service to its customers upon completion of the transaction.

Pursuant to Section 63.04(a) of the Commission's rules, the Applicants provide the following information in support of this transaction:

(1) Applicants' Name, Address and Telephone Number

Transferors: S & A Telephone Company, Inc.
P. O. Box 68
Allen, KS 66833-0068
Telephone: 620 528 3223
Facsimile: 620 528 3226

Mid-South Telecommunications Company Charitable Remainder Unitrust
3335 W. Alabama, Suite 1160
Houston, TX 77098
Telephone 713 223 8330
Facsimile 713 223 8520

Transferee: Eastern Kansas Holdings, Inc.
C/O American Broadband Communications LLC
Attention: William H. Tucker, Chairman
1734 Denton Court
Crofton, MD 21114

Telephone: 410 451-3578
Facsimile: 410 451 2210

(2) State of Organization

- (a) S & A Telephone Company, Inc. is a Kansas corporation.
- (b) Mid-South Telecommunications Company Charitable Remainder Unitrust is a trust established pursuant to a trust agreement dated July 1, 1991 with principal office in Houston, Texas.
- (d) Eastern Kansas Holdings, Inc. is a corporation organized under the laws of the State of North Carolina.

(3) Contact Information

All correspondence, notices and inquiries regarding this transaction should be addressed to:

Transferor: Michael L. Patrick
P.O. Box 68
Allen, KS 66833-0068

Telephone: 620 528 3223
Facsimile: 620 528 3226

Transferee: William H. Tucker,
Eastern Kansas Holdings, Inc.
C/O American Broadband Communications, LLC
1734 Denton Court
Crofton, Md 21114

Telephone: 410 451 3578

Facsimile: 410 451 2210

Copies of all correspondence, notices, and inquiries should also be addressed to:

David Cosson
Kraskin, Moorman & Cosson, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037
Telephone: (202) 296-8890
Facsimile: (202) 296-8893

David L. Nace
Lukas, Nace, Gutierrez & Sachs, Chtd.
1650 Tysons Blvd., Suite 1500
McLean, VA 22102
Telephone: 703 584 8661
Facsimile: 703 584 8695

Barney Stewart III
Thomas H. O'Donnell
Moore & Van Allen, PLLC
100 North Tryon St., Suite 4700
Charlotte, NC 28202
Telephone: 704 331 1000
Facsimile: 704 339 5842

W. Michael Stephens
3335 W. Alabama, Suite 1160
Houston, TX 77098
Telephone: 713 223 8330
Facsimile: 713 223 8520

(4) Ten percent (10%) Equity Shareholders

S & A Telephone Company, Inc.: Mid-South Telecommunications Company
Charitable Remainder Unitrust¹
Principal Business: Telecommunications
Percent Ownership: 100%

Mid-South Telecommunications Harry E. Bovay, Jr. Foundation²
Company Charitable Remainder Unitrust: Principal Business: Charity
Percent Ownership: 100%

Eastern Kansas : American Broadband Communications LLC ("ABB LLC")
Holdings, Inc. Citizenship: United States
Principal Business: Telecommunications
Percent Ownership: 49%

Signal Equity Partners II, LP
Citizenship: United States
Principal Business:
Telecommunications
Percent Ownership: 51%

American Broadband Communications, Inc., a sister company to ABB LLC, has a 40% interest in American Georgetown, Inc., which, in turn, owns 100% of Georgetown Telephone Company, an Incumbent Local Exchange Carrier in Mississippi. Signal Equity Partners, II, L.P. owns the remaining 60% of American Georgetown. American Broadband Communications, Inc., has a 49% interest in Northwest Missouri Holdings, Inc., which, in turn, owns 100% of Oregon Farmers Mutual Telephone Company, an Incumbent Local Exchange Carrier in Missouri. Signal Equity Partners, II, L.P. owns the remaining 51% of Northwest Missouri Holdings, Inc. American Broadband Communications, LLC and Signal Equity Partners II, L.P. have an agreement to purchase the Pymatuning Independent Telephone Company, an Incumbent Local Exchange Carrier in Pennsylvania.

American Broadband Communications, Inc. 10% Owners:

William H. Tucker 57%
Citizenship: US
Residence: Maryland

¹ The directors of the Foundation are Harry E. Bovay, Jr., Chairman, Peggy Larkin Kelly, Michael L. Patrick, W. Michael Stephens, and C. Travis Taylor, Jr., all U.S. citizens.

² At termination on June 30, 2011, the corpus of the trust will pass to the foundation

Principle Business: Telecommunications

Patrick L. Eudy 35%

Citizenship: US

Residence: North Carolina

60% Owner of Dialog Telecommunications, a Competitive Local Exchange Carrier operating in Kentucky, Mississippi and North Carolina

American Broadband Communications, LLC. 10% Owners:

William H. Tucker 50%

Citizenship: US

Residence: Maryland

Principle Business: Telecommunications

Patrick L. Eudy 47.5%

Citizenship: US

Residence: North Carolina

60% Owner of Dialog Telecommunications, a Competitive Local Exchange Carrier operating in Kentucky, Mississippi and North Carolina

Signal Equity Partners II, L.P.

General Partner Signal Equity Advisors II, LLC, (2.94%)

Signal Equity Advisors II, LLC 10% Owners

Timothy P. Bradley 23.3%
Brooklyn, N.Y.
Citizenship, U.S.

Alfred J. Puchala, Jr. 22.3%
Westport, CT
Citizenship, U.S.

Christian Nolen 19.6%
Watertown, MA
Citizenship, U.S.

Malcolm C. Nolen 19.6%
New York, NY
Citizenship, U.S.

Charles T. Lake II 11.2%

New York, NY
Citizenship, U.S.

10% Limited Partners

Garden House, LLC 58.9%
New York, NY

Garden House, LLC 10% Owner

Eliot Nolen, New York, NY, U.S. citizen, owns approximately 95% of Garden House and does not own or control other communications businesses.

Eurazeo 23.5%
Paris, France

Eurazeo indirectly owns 15.2% of Eutelsat that it holds through a 66% interest in BlueBirds, which has a 23% interest in Eutelsat.³ Eutelsat provides communications services in Europe and the Indian Ocean region. Eurazeo also owns a 11% interest in Distacom, which owns companies providing mobile telephone service in Hong Kong and India

Burden Direct Investment Fund III 11.76%
New York, NY

Does not own or control other communications businesses

(5) Certification Pursuant to Rules 1.2001-1.2003

Applicants hereby certify, pursuant to 47 C.F.R. §§ 1.2001-1.2003, that to the best of their knowledge, information, and belief, no party to the application is subject to denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.

(6) Description of Transaction

The Applicants have entered into a Stock Purchase Agreement which describes a transaction by which Eastern Kansas Holdings, Inc. Inc., as assignee of American Broadband

³ See, http://www.eurazeo.com/gb/investissement/investissements_type.htm

Communications, LLC, will acquire all of the issued and outstanding capital stock of S & A Telephone Company, Inc. Upon closing of the transaction, S & A Telephone Company will continue to provide local and long distance telephone service to its current subscribers.

(7) Geographic Description

S & A Telephone Company, Inc. is an independent incumbent local exchange carrier providing local exchange, exchange access service, and long distance service to subscribers in two exchanges in and around Allen and Scranton, Kansas.

(8) Streamlined Treatment

The Applicants request streamlined treatment for this application which qualifies for streamlining under Sections 63.03 of the Commission's rules.

The application is entitled to a presumption of applicability of the streamlined procedures pursuant to Sections 63.03(b)(2)(ii) and (iii). At the close of the transaction Eastern Kansas Holdings, Inc., together with all of its affiliates, will have a less than 10% share of the interstate, interexchange market. With respect to Section 63.03(b)(2)(ii), Dialog Telecommunications, a non-dominant carrier provides services exclusively outside the geographic area where the dominant carrier, S & A Telephone Company is dominant. With respect to Section 63.03(b)(2)(ii), the applicant and Eastern Kansas Holdings, Inc.'s affiliates Georgetown Telephone Company and Oregon Farmers Mutual Telephone Company (and future affiliate, Pymatuning Telco) have fewer than two (2) percent of the nation's subscriber lines and there are no overlapping or adjacent service areas. There are no requests for waivers associated with this application.

(9) Other Related Applications Before the Commission

Applicants have filed application for Transfer of Control of IG radio license KNDU 915 and will apply for Transfer of Control for the International Section 214 Authority.

(10) Statement of Imminent Business Failure

Not applicable.

(11) Separately Filed Waiver Requests

None

(12) Public Interest Statement

Upon completion of the stock purchase S & A Telephone Company will continue to provide high quality, modern local exchange, exchange access and long distance service to its current subscribers in a manner that will be transparent to them. S & A Telephone Company will be financially stronger, however, through affiliation with a larger organization with greater resources. Eastern Kansas Holdings, Inc. intends to expand DSL to 100% of the subscribers within three years and to construct a fiber ring for increased reliability.

Conclusion.

For the foregoing reasons, Applicants respectfully request that the Commission promptly grant this Application.

Respectfully Submitted,

S & A Telephone Company, Inc.
Mid-South Telecommunications Company Charitable Remainder Unitrust

By

W. Michael Stephens
3355 W. Alabama, Suite 1160
Houston, TX 77098

Eastern Kansas Holdings, Inc.

By

David Cosson
KRASKIN, MOORMAN & COSSON, LLC
2120 L Street, NW, Suite 520
Washington, DC 20037

March 28, 2005